

**To:** Madigan, Andrea[Madigan.Andrea@epa.gov]; Gibbons, Melissa[Gibbons.Melissa@epa.gov]; robert.yalen@USDOJ.GOV[robert.yalen@USDOJ.GOV]  
**Cc:** Alan.Tenenbaum@usdoj.gov[Alan.Tenenbaum@usdoj.gov]; Onozawa, Tomoko (USANYS)[Tomoko.Onozawa@usdoj.gov]; Frederick.Phillips@USDOJ.GOV[Frederick.Phillips@USDOJ.GOV]; Pencak, Erica (ENRD)[Erica.Pencak@usdoj.gov]; Dean Brockbank[db@g-etg.com]  
**From:** Marc Weinreich  
**Sent:** Fri 8/7/2015 9:28:04 PM  
**Subject:** FW: Multistate Trust: San Juan Mining Claim Purchase

It looks like Mr. Bennett is willing to forgo the Comfort Letter and is not put off by the recent news. Let me know if you would like to discuss this further or if you have all of the information you need to decide.

Thanks,  
Marc  
Marc Weinreich, Vice President  
Greenfield Environmental Multistate Trust LLC  
Trustee of the Multistate Environmental Response Trust  
Greenfield Environmental Trust Group, Inc.  
1928 Eagle Crest Drive  
Draper, UT 84020  
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**From:** "Benson, Joel" <[Joel.Benson@dgslaw.com](mailto:Joel.Benson@dgslaw.com)>  
**Date:** Friday, August 7, 2015 at 1:47 PM  
**To:** Marc Weinreich <[mw@g-etg.com](mailto:mw@g-etg.com)>  
**Cc:** Dean Brockbank <[db@g-etg.com](mailto:db@g-etg.com)>  
**Subject:** RE: Multistate Trust: San Juan Mining Claim Purchase

Marc, after some internal discussion about the status of the transaction and the issue of the possible comfort letters (and Ryan is actually down in Silverton this week enjoying the San Juans), Ryan has decided that he is more interested in an expeditious, timely closing than he is in spending a lot of time and money on discussions with EPA about a possible comfort letter. We fear that the process would drag out too long, and by the end of drafting discussions, we may end up with something of little to marginal value. As a result, Ryan wants to proceed to approval and closing without the proposed EPA comfort letter, so please proceed with obtaining approval.

Based on this decision, what is your current thinking on timing with respect to obtaining beneficiary approval and then quickly moving to a closing? I look forward to an update, and thanks for keeping us in the loop on your discussions with DOJ and EPA.

Enjoy your weekend.

Kind regards,

Joel

**Joel O. Benson, Esq.** 303.892.7470  
Partner



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**From:** Marc Weinreich [<mailto:mw@g-etg.com>]  
**Sent:** Monday, August 03, 2015 1:12 PM  
**To:** Benson, Joel  
**Cc:** Dean Brockbank  
**Subject:** Multistate Trust: San Juan Mining Claim Purchase

Joel,

I spoke with DOJ/EPA again about the transaction. The bottom line is that for them to be able to consider the issuance of a comfort letter, EPA needs to understand exactly what due diligence the Buyer has performed on the claims to be transferred. Each comfort letter is specifically tailored to the facts. For example, if a comfort letter is going to address issues of bona fide prospective purchaser status or all appropriate inquiry standards, EPA most likely would need to review the Phase I or other environmental due diligence performed by the buyer.

Given the factual nature of the comfort letter, it is probably best for you to talk directly with Andrea Madigan at EPA by phone to discuss what you might want and what EPA might provide. Andrea is aware that you might reach out to her. Her contact information follows:

Andrea Madigan

Acting Director

Legal Enforcement Program

U.S. EPA Region 8

1595 Wynkoop Street

Denver, Colorado 80202

(303) 312-6904

Right now, the transaction is on-hold pending your conversation with Andrea. If Mr. Bennett feels that he does not need or want a comfort letter, I could seek to obtain Beneficiary approval to the transaction without it.

Let me know how you would like to proceed.

Best,

Marc

Marc Weinreich, Vice President  
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**From:** "Benson, Joel" <[Joel.Benson@dgsllaw.com](mailto:Joel.Benson@dgsllaw.com)>  
**Date:** Tuesday, July 28, 2015 at 4:47 PM  
**To:** Marc Weinreich <[mw@g-etg.com](mailto:mw@g-etg.com)>, Dean Brockbank <[db@g-etg.com](mailto:db@g-etg.com)>  
**Subject:** San Juan Mining Claim Purchase

Marc, following up on our discussion last week, I wanted to close the loop and get back to you now that I have had a chance to talk to Ryan (who is in Silverton right now) and one of my environmental colleagues. First, as discussed on our call, I am confirming that Ryan remains interested in acquiring the patented mining claims located in San Juan, subject to the receipt of an acceptable comfort letter from the EPA and assuming such letter covers all of the claims to be acquired. Second, with respect to the form of such comfort letter, after discussing it internally, and given our interest in trying to bring this to a quick close, we would ask EPA to draft what they are prepared to provide, and send us a draft for our review and comment. We are hopeful that EPA will start with a reasonable approach and would like to start (and hope we can end) there. Please have EPA forward a draft to us at your earliest convenience, so we can resolve this point quickly.

Finally, I wanted to inquire about timing – where we stand with respect to getting sign-off by the Beneficiaries, and related to that, possible timing for a closing. We would like to wrap this up before the end of the summer, and are cognizant of the fact that we are now in the last week of August.

I look forward to your updates on process and timing, and to a draft comfort letter from the EPA.

Kind regards,

Joel

**Joel O. Benson, Esq.**  
Partner

**303.892.7470**



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1550 17th St., Suite 500, Denver, CO 80202

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